

Qwest Corporation
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Jason D. Topp
Corporate Counsel



June 9, 2006

Ms. Illona Jeffcoat-Sacco
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Avenue, 12th Floor
Bismarck, ND 58505-0480

Re: Settlement Agreement between Qwest Corporation and VCI Company

Dear Ms. Jeffcoat-Sacco:

On January 9, 2005, Qwest filed with the Commission an Amendment for the Interconnection Agreement between Qwest Communications ("Qwest") and VCI Company ("VCI") for review and approval under Section 252(a) and (e) of the Telecommunications Act and Qwest also filed under Section 252(a) and (e) an Amendment to the Master Services Agreement ("QPP Amendment") between Qwest and VCI.

I have enclosed another agreement between Qwest and VCI, the "Settlement Agreement," that the parties negotiated contemporaneously with the filed amendments to the interconnection agreement.

Please note that the enclosed agreement refers in paragraph 1.1 to the parties' execution of an interconnection amendment in a separate document for the purposes of filing with the applicable state commissions pursuant to Section 252(e). As referenced in the first paragraph of this letter, the agreement with VCI containing the on-going obligations and creating a filing requirement under Section 252(a) and (e) have in fact been placed into a separate document and filed with the Commission under Section 252(e) as Amendments to the Interconnection Agreement and as Amendments to the QPP Agreement; and it is Qwest's understanding that simply a reference in the enclosed agreement to the interconnection agreement amendments does not itself raise any filing requirements under Section 252(a) and (e).

However, Qwest has enclosed the simultaneously-executed Settlement Agreement with VCI for informational purposes and to provide the full context of the negotiations that also lead to the amendments to the parties' interconnection agreement.

Qwest will continue to cooperate fully with the Commission in this matter. Please contact me if you have any questions, including any concern that this settlement contract might somehow fall within the definition of an "interconnection agreement" under Section 252(e).

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Because the Settlement Agreement contains information that the parties consider confidential and proprietary in nature, Qwest is enclosing an Application Requesting Trade Secret Protection and the Settlement Agreement is being provided in a sealed envelope.

Please contact the undersigned if you have any questions or concerns about the enclosed agreement. Thank you.

Sincerely,



Jason D. Topp

JDT/bardm

Enclosures

cc: Malia Tasi
Gina Buchholz